

RECORDATION NO. 25211-B FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
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WASHINGTON, D.C.

SEP 28 '04 4-04 PM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 28, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release, dated September 28, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a partial release and relates to the Memorandum of Security Agreement and associated documents which were previously filed with the Board under Recordation Number 25211.

The name and address of the party to the enclosed document are:

Secured Party: Credit Suisse First Boston, New York Branch
Eleven Madison Avenue
New York, New York 10010

[Borrower: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, Texas 75207]

A description of the railroad equipment covered by the enclosed document
is:

144 railcars:

TILX 190997 – TILX 191061
TILX 220061 – TILX 220068
TILX 261191 – TILX 261245
TILX 302523 – TILX 302538

A short summary of the document to appear in the index is:

Release.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO.

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SURFACE TRANSPORTATION BOARD

**Release Re:--Trinity Rail Leasing Trust II sale of Railcars and related Leases
to Trinity Rail Leasing IV L.P.**

September 28, 2004

The undersigned, Credit Suisse First Boston, New York Branch, is executing this instrument in its capacity as Agent (in such capacity, the "Agent") under the Warehouse Loan Agreement, dated as of June 27, 2002 (as amended from time to time, the "Warehouse Loan Agreement"), among Trinity Industries Leasing Company ("TILC"), Trinity Rail Leasing Trust II ("TRLT-II"), the Lenders party thereto from time to time, and the Agent, as well as the related Security Agreement, dated as of June 27, 2002 (as amended from time to time, the "Security Agreement"), between TRLT-II and the Agent.

The Agent currently holds a security interest granted by TRLT-II in the railcars described on Schedule 1 hereto (such railcars, together with TRLT-II's right, title and interest in all components, parts and accessions to such cars and in all equipment attached or related thereto, being the "Railcars") and the related leases thereof described on Schedule 2 hereto (the "Leases") (the Railcars and Leases being the "Assets"), which TRLT-II has granted to the Agent under the Security Agreement to secure obligations under the Warehouse Loan Agreement. The Agent consents to TRLT-II's disposition of the Assets by sale on the date hereof to Trinity Rail Leasing IV L.P. (together with its successors and assigns, if any, "Trinity LP") pursuant to the Transfer and Assignment Agreement, dated as of September 28, 2004, between TRLT-II, as seller and Trinity LP, as purchaser. The Agent hereby confirms and agrees, without recourse to or warranty by the Agent or the Secured Parties (as defined in the Security Agreement), for the benefit of TRLT-II and Trinity LP, that all of the Agent's right, title and interest in and to the Assets, whether held pursuant to the Security Agreement or otherwise, is released and of no further effect.

[signatures follow]

The undersigned has executed and delivered Release as of the date first written above.

CREDIT SUISSE FIRST BOSTON, NEW
YORK BRANCH, as Agent

By: 

Its: 

MARK LENGEL

DIRECTOR

By: 

Its: 

Joseph Soave

Director

ACKNOWLEDGMENT

STATE OF New York)
COUNTY OF Richmond }

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Mark
Leung, who upon oath, acknowledged himself to be a Director of CREDIT
SUISSE FIRST BOSTON, NEW YORK BRANCH, and that s/he as such officer being authorized to do so,
executed the foregoing Payoff Instruction and Release for the purposes therein contained by signing the name of
the entity by her/himself as such officer of CREDIT SUISSE FIRST BOSTON, NEW YORK BRANCH.

WITNESS my hand and official seal this 27th day of September, 2004.

Notary Public

MY COMMISSION EXPIRES:

Sandra Neal Woodard

STATE OF New York)
COUNTY OF Richmond }

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Joseph
Soave, who upon oath, acknowledged himself to be a Director of CREDIT
SUISSE FIRST BOSTON, NEW YORK BRANCH, and that s/he as such officer being authorized to do so,
executed the foregoing Payoff Instruction and Release for the purposes therein contained by signing the name of
the entity by her/himself as such officer of CREDIT SUISSE FIRST BOSTON, NEW YORK BRANCH.

WITNESS my hand and official seal this 27th day of September, 2004.

Notary Public

MY COMMISSION EXPIRES:

Sandra Neal Woodard

SANDRA NEAL WOODARD
Notary Public, State of New York
No. 01WC4721913
Qualified in Richmond County
Commission Expires July 31, 2008

Schedule 1

Participation Agreement - Pool C
Description of Equipment, Designation of Functional Groups and Equipment Cost

Car Marks	Functional Group	Number of Units
TILX 220061-220064	Tankcar Non-Pressure	4
TILX 261191-261218	Tankcar Non-Pressure	28
TILX 191012-191036	Tankcar Non-Pressure	25
TILX 302523-302530	Tankcar Non-Pressure	8
TILX 190997-191003	Tankcar Non-Pressure	7

Continued

Schedule 1

Participation Agreement - Pool D
Description of Equipment, Designation of Functional Groups and Equipment Cost

Car Marks	Functional Group	Number of Units	
TILX 220065-220068	Tankcar Non-Pressure	4	
TILX 261219-261245	Tankcar Non-Pressure	27	
TILX 191037-191061	Tankcar Non-Pressure	25	
TILX 302531-302538	Tankcar Non-Pressure	8	
TILX 191004-191011	Tankcar Non-Pressure	8	

Schedule 2

**Participation Agreement
Pool C**

List of Existing Equipment Subleases

Existing Equipment Subleases

Four (4) units identified with marks TILX 220061-220064 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement, dated March 1, 2002, between TILC and Marathon Ashland Petrochemicals.

Twenty-eight (28) units identified with marks TILX 261191-261218 leased pursuant to Rider Seventeen (17) to that certain Railroad Car Lease Agreement, dated May 7, 1980, between TILC and Shell Oil Company.

Twenty-five (25) units identified with marks TILX 191012-191036 leased pursuant to Rider Forty-seven (47) to that certain Railroad Car Lease Agreement, dated July 10, 1989, between TILC and ADM Transportation Company.

Eight (8) units identified with marks TILX 302523-302530 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement, dated June 1, 2000, between TILC and ConocoPhillips Company.

Seven (7) units identified with marks TILX 190997-191003 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement, dated September 24, 2004, between TILC and Celanese LTD.

Continued

Schedule 2

**Participation Agreement
Pool D**

List of Existing Equipment Subleases

Existing Equipment Subleases

Four (4) units identified with marks TILX 220065-220068 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement, dated March 1, 2002, between TILC and Marathon Ashland Petrochemicals.

Twenty-seven (27) units identified with marks TILX 261219-261245 leased pursuant to Rider Seventeen (17) to that certain Railroad Car Lease Agreement, dated May 7, 1980, between TILC and Shell Oil Company.

Twenty-five (25) units identified with marks TILX 191037-191061 leased pursuant to Rider Forty-seven (47) to that certain Railroad Car Lease Agreement, dated July 10, 1989, between TILC and ADM Transportation Company.

Eight (8) units identified with marks TILX 302531-302538 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement, dated June 1, 2000, between TILC and ConocoPhillips Company.

Eight (8) units identified with marks TILX 191004-191011 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement, dated September 24, 2004, between TILC and Celanese LTD.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/28/04



Robert W. Alvord